

BUSINESS LAW SECTION

CORPORATIONS COMMITTEE

COMMITTEE MEETING AGENDA FOR FEBRUARY 4, 2000

**Los Angeles
Friday, February 4, 2000
9:30 a.m.**

I LIAISONS' REPORTS AND DISCUSSION

1. Securities and Exchange Commission: Remarks of Rosalind Tyson (9:30 – 9:40)
2. NASD: Remarks of Kyle Lakin (9:40 – 9:50)
3. Executive Committee update and a discussion of the Constituency Project: Gerald Davey (9:50 – 10:05)
4. Report of liaisons from other Section Committees (10:05 – 10:15)

II APPROVAL OF MINUTES

III LEGISLATIVE PROPOSALS AND PROJECTS

1. Proposal to amend Section 25102(f) to conform to SEC Rule 506, which requires that the issuer "reasonably believe" there are no more than 35 purchasers: Bonenfant (10:15 – 10:30)
2. Corporations Code amendment to permit name change without shareholder vote: Hamburger (10:30 - 10:35)
3. Proposed Department of Corporations rule to exempt general partners of venture capital funds from registration as investment advisors: Farman and Bonenfant (10:35 – 10:40)
4. Proposal to amend Section 25102(o) to provide that failure to file the notice does not affect the exemption: Graeser (10:40 – 10:50)
5. The treatment under the Corporate Securities Law of conversion of entities as permitted by new AB 197: Schmidt (10:50 – 11:00)
6. Corporations Code amendment to permit corporations to convert into other business entities: Stansell and Wertlieb (11:00 – 11:25)
7. Proposal re Secretary of State accepting fax and electronic copies for filing: Dravis, Piazza (11:25 – 11:30)
8. Long term strategy for making California a more business friendly state: Cheatham, Schmidt (11:30 - 11:35)
9. Constituency project, establishing of website and joint forms project with Corporate Law Departments Committee: Caplan, Rosenbaum (11:35 – 11:45)
10. Developments in use of computer technology in corporate practice: Fore (11:45 – 11:55)
11. Status of pending Assembly Bill 244 creating a new usury exemption: Graeser (included in materials)
12. Status of Secretary of State pre-clearance and expedited filing procedures: Schmidt (handout at the meeting)
13. Status of reintroduction of 2115 amendments: Schmidt (included in materials)

IV STATUS OF OTHER ONGOING PROJECTS

1. Report on legislation of interest introduced in current legislative session: Caplan (11:55 – 12:05)

2. Educational Programs: Lucas (12:05 – 12:10)
3. Blue Sky Guide: Reinke (2 minutes)
4. Guide to rendering legal opinions: Lucas, Crandall, Hamburger, Tonsfeldt (10 minutes)
5. Guide to Organizing a California Corporation: Lyon, Cheatham, Bonenfant, Farman (7 minutes)

V ORGANIZATIONAL MATTERS (if time permits)

1. Assignment of remaining projects and discussion of current projects: Graeser
2. Committee self-assessment - a discussion of what we are doing right and what we are doing wrong: Schmidt (if time permits)

VI PRACTICE ISSUES (if time permits)

1. New SEC audit committee rules
2. Proposed SEC rules on selective disclosure
3. Proposed SEC rules on insider trading as applicable to family and personal relationships
4. New electronic signature legislation

Corporation Committee Meeting Agendas

